

Fill in this information to identify the case:		
United States Bankruptcy Court for the:		
Southern	District of	California (State)
Case number (if known): <u>18-2702</u> Chapter <u>11</u>		

A 232650

 Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>Worthington Energy, Inc.</u>		
2. All other names debtor used in the last 8 years	<u>Paxton Energy, Inc.</u>		
Include any assumed names, trade names, and <i>doing business as</i> names			
3. Debtor's federal Employer Identification Number (EIN)	<u>2 0 - 1 3 9 9 6 1 3</u>		
4. Debtor's address	Principal place of business <u>6136</u> <u>3426</u> Mission Gorge Road Number Street <u>Suite 111</u> City State ZIP Code <u>San Diego</u> County	Mailing address, if different from principal place of business Number Street P.O. Box City State ZIP Code <u>San Diego</u> County	Location of principal assets, if different from principal place of business Number Street City State ZIP Code
5. Debtor's website (URL)			
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____		

Debtor Name	<u>Worthington Energy, Inc.</u>	Case number (if known)
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7. Describe debtor's business

A. Check one:

Health Care Business (as defined in 11 U.S.C. § 101(27A))
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 Railroad (as defined in 11 U.S.C. § 101(44))
 Stockbroker (as defined in 11 U.S.C. § 101(53A))
 Commodity Broker (as defined in 11 U.S.C. § 101(6))
 Clearing Bank (as defined in 11 U.S.C. § 781(3))
 None of the above

B. Check all that apply:

Tax-exempt entity (as described in 26 U.S.C. § 501)
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.naics.com/search/>.

1 3 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

Chapter 7
 Chapter 9
 Chapter 11. Check all that apply:

Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 A plan is being filed with this petition.
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
 Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

No
 Yes. District _____ When _____ Case number _____
 MM / DD / YYYY

District _____ When _____ Case number _____
 MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

No
 Yes. Debtor _____ Relationship _____
 District _____ When _____ MM / DD / YYYY
 Case number, if known _____

Debtor	<u>Worthington Energy, Inc.</u>		Case number (<i>if known</i>) _____												
<p>11. Why is the case filed in this district? <i>Check all that apply:</i></p> <p><input checked="" type="checkbox"/> Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.</p> <p><input type="checkbox"/> A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.</p> <hr/>															
<p>12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.</p> <p>Why does the property need immediate attention? (Check all that apply.)</p> <p><input type="checkbox"/> It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? _____</p> <p><input type="checkbox"/> It needs to be physically secured or protected from the weather.</p> <p><input type="checkbox"/> It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).</p> <p><input type="checkbox"/> Other _____</p>															
<p>Where is the property? _____</p> <p>Number _____ Street _____ _____</p> <p>City _____ State _____ ZIP Code _____</p>															
<p>Is the property insured?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Insurance agency _____</p> <p>Contact name _____</p> <p>Phone _____</p>															
Statistical and administrative information															
<p>13. Debtor's estimation of available funds <i>Check one:</i></p> <p><input checked="" type="checkbox"/> Funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.</p>															
<p>14. Estimated number of creditors</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;"><input type="checkbox"/> 1-49</td> <td style="width: 33%; text-align: center;"><input type="checkbox"/> 1,000-5,000</td> <td style="width: 33%; text-align: center;"><input type="checkbox"/> 25,001-50,000</td> </tr> <tr> <td style="text-align: center;"><input checked="" type="checkbox"/> 50-99</td> <td style="text-align: center;"><input type="checkbox"/> 5,001-10,000</td> <td style="text-align: center;"><input type="checkbox"/> 50,001-100,000</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/> 100-199</td> <td style="text-align: center;"><input type="checkbox"/> 10,001-25,000</td> <td style="text-align: center;"><input type="checkbox"/> More than 100,000</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/> 200-999</td> <td></td> <td></td> </tr> </table>				<input type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000	<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000	<input type="checkbox"/> 200-999		
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<input type="checkbox"/> 200-999															
<p>15. Estimated assets</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;"><input checked="" type="checkbox"/> \$0-\$50,000</td> <td style="width: 33%; text-align: center;"><input type="checkbox"/> \$1,000,001-\$10 million</td> <td style="width: 33%; text-align: center;"><input type="checkbox"/> \$500,000,001-\$1 billion</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/> \$50,001-\$100,000</td> <td style="text-align: center;"><input type="checkbox"/> \$10,000,001-\$50 million</td> <td style="text-align: center;"><input type="checkbox"/> \$1,000,000,001-\$10 billion</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/> \$100,001-\$500,000</td> <td style="text-align: center;"><input type="checkbox"/> \$50,000,001-\$100 million</td> <td style="text-align: center;"><input type="checkbox"/> \$10,000,000,001-\$50 billion</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/> \$500,001-\$1 million</td> <td style="text-align: center;"><input type="checkbox"/> \$100,000,001-\$500 million</td> <td style="text-align: center;"><input type="checkbox"/> More than \$50 billion</td> </tr> </table>				<input checked="" type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion	<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion	<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion	<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion
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<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion													

Debtor Name	<u>Worthington Energy, Inc.</u>			Case number (if known)
16. Estimated Liabilities	<input type="checkbox"/> \$0-\$50,000	<input checked="" type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion	
	<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion	
	<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion	
	<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion	

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

- 17. Declaration and signature of authorized representative of debtor**
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - I have been authorized to file this petition on behalf of the debtor.
 - I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

MM / DD / YYYY

x

Signature of authorized representative of debtor

Al Kau

Printed name

Title President

18. Signature of attorney

x

Signature of attorney for debtor

Date

5 - 1 - 18

MM / DD / YYYY

Daniel Masters

Printed name

Law Office of Daniel Masters

Firm name

P. O. Box 66

Number Street

La Jolla

City

CA 92038

State ZIP Code

858-459-1133

Contact phone

masters@lawyer.com

Email address

220729

Bar number

CA

State

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

[Caption as in Form 416B]

**Attachment to Voluntary Petition for Non-Individuals Filing for
Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is _____.

2. The following financial data is the latest available information and refers to the debtor's condition on April 1, 2018.

a. Total assets	\$ _____	50.00
		<u>2,981,281.69</u>

b. Total debts (including debts listed in 2.c., below)	\$ _____	<u>2,944,911.00</u>
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c. Debt securities held by more than 500 holders	
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Approximate
number of
holders:

secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____

d. Number of shares of preferred stock

e. Number of shares common stock

Comments, if any: _____

3. Brief description of debtor's business: Debtor was in the oil and gas business however all of its wells are shut in because cost to produce is higher than market price of oil and gas.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Fill in this information to identify the case and this filing:

Debtor Name Worthington Energy, Inc.
 United States Bankruptcy Court for the: Southern District of CA
 (State)
 Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____
 MM / DD / YYYY

x

Signature of individual signing on behalf of debtor

Al Kau
 Printed name

President
 Position or relationship to debtor

Fill in this information to identify the case:

Debtor name	<u>Worthington Energy, Inc.</u>	
United States Bankruptcy Court for the:	<u>Southern</u>	District of <u>CA</u> (State)
Case number (if known):		

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *Insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 Haverstock Manager 80 Eagle Chase Woodbury, NY 11797	516-526-8504	Loan Fee				295,000
2 Jones Walker 201 St.Charles Ave #5100 New Orleans, LA 70170		Legal Fee				244,882.86
3 Surety Financial Group LLC 542 Main St. Reisterstown, MD 21136	410-833-0078	Note				150,601.84
4 Weinberg & Co. 1935 Century Park E. #1120 Los Angeles, CA 90067	310-407-5450	Prof. Services				149,496
5 GEL Properties LLC 16192 Coastal Hwy. Lewes, DE 19958		Note				149,000
6 Ironridge Global Partners 1 Montgomery Tower #2575 San Francisco, CA 94104			disputed			140,000
7 Anthony Mason 3206 Revere St. #410 Houston, TX 77098		Note				115,000
8 LG Capital 1218 Union St. #2 Brooklyn, NY 11225		Note				101,875

Debtor	<u>Worthington Energy, Inc.</u> Name		Case number (if known)			
	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim (If the claim is only unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.)	
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Charles Volk 145 Corte Madera Ctr #138 Corte Madera, CA 94925	415 - 305 - 8790	Mgmt Services			100,000
10	Al Kau 33671 Chula Vista Ave. Dana Point, CA 92629	949 - 433 - 4374	Mgmt Services			100,000
11	Common Stock LLC 80 Eagle Chase Woodbury, NY 11797	516 - 526 - 8504	Note			92,500
12	Hansen Barnett & Maxwell 5 Triad Center #750 Salt Lake City, UT 84180	800 - 301 - 1040	Prof Fees			90,924.86
13	CA Lambertson Consulting 2745 Union St. San Francisco, CA 94123		Prof Services			86,500
14	La Jolla Cove Investors 1793 Union St. San Francisco, CA 94123	415 - 409 - 8022	Note			83,440
15	Prolific Group LLC 500 W Silver Spring #K200 Glendale, WI 53217		Note			79,900
16	Revolution Investment Mgmt 80 Eagle Chase Woodbury, CT 11797	516 - 526 - 8504	Note			78,500
17	Tarpon Bay Partners LLC 90 Grove St. Ridgefield, CT 06877	203 - 431 - 8300	Note			75,000
18	Asher Enterprises 1 Linden Place #207 Great Neck, NY 11021	515 - 498 - 9890	Note			74,000
19	New Venture Attorneys 101 Church St. #22 Los Gatos, CA 95030	418 - 560 - 9606	Prof Services			70,000
20	Robert Cohen 80 Eagle Chase Woodbury, NY 11797	516 - 526 - 8504	Note			60,000

Fill in this information to identify the case:

Debtor name	<u>Worthington Energy, Inc.</u>
United States Bankruptcy Court for the:	<u>Southern</u>
District of	<u>CA</u>
(State)	
Case number (if known):	<u> </u>

Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)

1a. Real property:

Copy line 88 from Schedule A/B.....

\$ 0.00

1b. Total personal property:

Copy line 91A from Schedule A/B.....

\$ 50.00

1c. Total of all property:

Copy line 92 from Schedule A/B

\$ 50.00

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of Schedule D.....

\$ 0.00

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:

Copy the total claims from Part 1 from line 5a of Schedule E/F

\$ 0.00

3b. Total amount of claims of nonpriority amount of unsecured claims:

Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F

+ \$ 2,981,281.69

4. Total liabilities.....

Lines 2 + 3a + 3b

\$ 2,981,281.69

Fill in this information to identify the case:

Debtor name	<u>Worthington Energy, Inc.</u>
United States Bankruptcy Court for the:	<u>Southern</u>
District of	<u>CA</u> (State)
Case number (if known):	_____

Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets — Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
- Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. Cash on hand

\$ _____

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number
3.1. _____	_____	_____
3.2. _____	_____	_____

\$ _____

\$ _____

4. Other cash equivalents (Identify all)

\$ _____

4.1. _____

\$ _____

4.2. _____

\$ _____

5. Total of Part 1

\$ 0.00

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

Part 2: Deposits and prepayments

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
- Yes. Fill in the information below.

Current value of debtor's interest

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

7.1. _____

\$ _____

7.2. _____

\$ _____

Debtor Worthington Energy, Inc.
Name _____

Case number (if known) _____

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1. _____ \$ _____
8.2. _____ \$ _____**9. Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$ 0.00**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**

- No. Go to Part 4.
 Yes. Fill in the information below.

Current value of debtor's interest**11. Accounts receivable**

11a. 90 days old or less:	face amount	-	doubtful or uncollectible accounts	= →	\$ _____
11b. Over 90 days old:	face amount	-	doubtful or uncollectible accounts	= →	\$ _____

12. Total of Part 3

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ 0.00**Part 4: Investments****13. Does the debtor own any investments?**

- No. Go to Part 5.
 Yes. Fill in the information below.

Valuation method used for current value **Current value of debtor's interest****14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. _____ \$ _____
14.2. _____ \$ _____**15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**

Name of entity: % of ownership:

15.1. _____ % _____ \$ _____
15.2. _____ % _____ \$ _____**16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**

Describe:

16.1. _____ \$ _____
16.2. _____ \$ _____**17. Total of Part 4**

Add lines 14 through 16. Copy the total to line 83.

\$ 0.00

Debtor Worthington Energy, Inc.
Name _____

Case number (if known) _____

Part 5: Inventory, excluding agriculture assets**18. Does the debtor own any inventory (excluding agriculture assets)?** No. Go to Part 6. Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
---------------------	-------------------------------------	---	---	------------------------------------

19. Raw materials_____
MM / DD / YYYY \$ _____ \$ _____**20. Work in progress**_____
MM / DD / YYYY \$ _____ \$ _____**21. Finished goods, including goods held for resale**_____
MM / DD / YYYY \$ _____ \$ _____**22. Other inventory or supplies**_____
MM / DD / YYYY \$ _____ \$ _____**23. Total of Part 5**

Add lines 19 through 22. Copy the total to line 84.

\$ 0.00

24. Is any of the property listed in Part 5 perishable? No
 Yes**25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?** No
 Yes. Book value _____ Valuation method _____ Current value _____**26. Has any of the property listed in Part 5 been appraised by a professional within the last year?** No
 Yes**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)****27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?** No. Go to Part 7. Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
---------------------	---	---	------------------------------------

28. Crops—either planted or harvested_____
\$ _____ \$ _____**29. Farm animals Examples: Livestock, poultry, farm-raised fish**_____
\$ _____ \$ _____**30. Farm machinery and equipment (Other than titled motor vehicles)**_____
\$ _____ \$ _____**31. Farm and fishing supplies, chemicals, and feed**_____
\$ _____ \$ _____**32. Other farming and fishing-related property not already listed in Part 6**_____
\$ _____ \$ _____

Debtor Worthington Energy, Inc.
Name _____

Case number (if known) _____

33. Total of Part 6.

Add lines 28 through 32. Copy the total to line 85.

\$ 0.00**34. Is the debtor a member of an agricultural cooperative?**

- No
 Yes. Is any of the debtor's property stored at the cooperative?
 No
 Yes

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

- No
 Yes. Book value \$ _____ Valuation method _____ Current value \$ _____

36. Is a depreciation schedule available for any of the property listed in Part 6?

- No
 Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

- No
 Yes

Part 7: Office furniture, fixtures, and equipment; and collectibles**38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- No. Go to Part 8.
 Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
---------------------	--	---	------------------------------------

39. Office furnitureFile cabinet _____ \$ _____ dealer quote \$ 50.00**40. Office fixtures**

_____ \$ _____ _____ \$ _____

41. Office equipment, including all computer equipment and communication systems equipment and software

_____ \$ _____ _____ \$ _____

42. Collectibles Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

42.1 _____ \$ _____ _____ \$ _____

42.2 _____ \$ _____ _____ \$ _____

42.3 _____ \$ _____ _____ \$ _____

43. Total of Part 7.

Add lines 39 through 42. Copy the total to line 86.

\$ 50.00**44. Is a depreciation schedule available for any of the property listed in Part 7?**

- No
 Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- No
 Yes

Debtor Worthington Energy, Inc.
Name _____

Case number (if known) _____

Part 8: Machinery, equipment, and vehicles**46. Does the debtor own or lease any machinery, equipment, or vehicles?**

- No. Go to Part 9.
 Yes. Fill in the information below.

General description <small>Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)</small>	Net book value of debtor's interest <small>(Where available)</small>	Valuation method used for current value	Current value of debtor's interest
---	--	--	---------------------------------------

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

47.1 _____	\$ _____	_____	\$ _____
47.2 _____	\$ _____	_____	\$ _____
47.3 _____	\$ _____	_____	\$ _____
47.4 _____	\$ _____	_____	\$ _____

48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1 _____	\$ _____	_____	\$ _____
48.2 _____	\$ _____	_____	\$ _____

49. Aircraft and accessories

49.1 _____	\$ _____	_____	\$ _____
49.2 _____	\$ _____	_____	\$ _____

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

_____	\$ _____	_____	\$ _____
-------	----------	-------	----------

51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 87.

\$ 0.00**52. Is a depreciation schedule available for any of the property listed in Part 8?**

- No
 Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- No
 Yes

Debtor

Worthington Energy, Inc.

Name

Case number (if known)

Part 9: Real property**54. Does the debtor own or lease any real property?** No. Go to Part 10. Yes. Fill in the information below.**55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 _____	_____	\$ _____	_____	\$ _____
55.2 _____	_____	\$ _____	_____	\$ _____
55.3 _____	_____	\$ _____	_____	\$ _____
55.4 _____	_____	\$ _____	_____	\$ _____
55.5 _____	_____	\$ _____	_____	\$ _____
55.6 _____	_____	\$ _____	_____	\$ _____
56. Total of Part 9.				\$ 0.00

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

57. Is a depreciation schedule available for any of the property listed in Part 9? No
 Yes**58. Has any of the property listed in Part 9 been appraised by a professional within the last year?** No
 Yes**Part 10: Intangibles and intellectual property****59. Does the debtor have any interests in intangibles or intellectual property?** No. Go to Part 11.
 Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets	\$ _____	_____	\$ _____
61. Internet domain names and websites	\$ _____	_____	\$ _____
62. Licenses, franchises, and royalties	\$ _____	_____	\$ _____
63. Customer lists, mailing lists, or other compilations	\$ _____	_____	\$ _____
64. Other intangibles, or intellectual property	\$ _____	_____	\$ _____
65. Goodwill	\$ _____	_____	\$ _____
66. Total of Part 10.			

Add lines 60 through 65. Copy the total to line 89.

Debtor Worthington Energy, Inc.
Name _____

Case number (if known) _____

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- No
 Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- No
 Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- No
 Yes

Part 11: All other assets**70. Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- No. Go to Part 12.
 Yes. Fill in the information below.

**Current value of
debtor's interest****71. Notes receivable**

Description (include name of obligor)

Total face amount - → doubtful or uncollectible amount \$ _____

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

Tax year _____ \$ _____
Tax year _____ \$ _____
Tax year _____ \$ _____**73. Interests in insurance policies or annuities**

\$ _____

74. Causes of action against third parties (whether or not a lawsuit has been filed)

\$ _____

Nature of claim _____

Amount requested \$ _____

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

\$ _____

Nature of claim _____

Amount requested \$ _____

76. Trusts, equitable or future interests in property

\$ _____

77. Other property of any kind not already listed Examples: Season tickets, country club membership

interests in oil & gas wells that are not operating _____

\$ _____ 0.00

\$ _____

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$ _____ 0.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- No
 Yes

Debtor Worthington Energy, Inc.
Name _____Case number (*if known*) _____**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1.	\$ 0.00	
81. Deposits and prepayments. Copy line 9, Part 2.	\$ 0.00	
82. Accounts receivable. Copy line 12, Part 3.	\$ 0.00	
83. Investments. Copy line 17, Part 4.	\$ 0.00	
84. Inventory. Copy line 23, Part 5.	\$ 0.00	
85. Farming and fishing-related assets. Copy line 33, Part 6.	\$ 0.00	
86. Office furniture, fixtures, and equipment; and collectibles. Copy line 43, Part 7.	\$ 50.00	
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	\$ 0.00	
88. Real property. Copy line 56, Part 9.	→	\$ 0.00
89. Intangibles and intellectual property. Copy line 66, Part 10.	\$ 0.00	
90. All other assets. Copy line 78, Part 11.	+ \$ 0.00	
91. Total. Add lines 80 through 90 for each column. 91a.	\$ 50.00	+ 91b. \$ 0.00
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		\$ 50.00

Fill in this information to identify the case:

Debtor name	<u>Worthington Energy, Inc.</u>
United States Bankruptcy Court for the:	<u>Southern</u>
District of	<u>CA</u> (State)
Case number (If known):	_____

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
 Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

- 2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.**

2.1 Creditor's name	Describe debtor's property that is subject to a lien	Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim
		\$ _____	\$ _____
Creditor's mailing address _____ _____ _____	Describe the lien		
Creditor's email address, if known _____	Is the creditor an insider or related party? <input type="checkbox"/> No <input type="checkbox"/> Yes		
Date debt was incurred _____ Last 4 digits of account number _____	Is anyone else liable on this claim? <input type="checkbox"/> No <input type="checkbox"/> Yes. Fill out Schedule H: Codebtors (Official Form 206H).		
Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Specify each creditor, including this creditor, and its relative priority. _____ _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		
2.2 Creditor's name _____ _____ _____	Describe debtor's property that is subject to a lien	\$ _____	\$ _____
Creditor's mailing address _____ _____ _____	Describe the lien		
Creditor's email address, if known _____	Is the creditor an insider or related party? <input type="checkbox"/> No <input type="checkbox"/> Yes		
Date debt was incurred _____ Last 4 digits of account number _____	Is anyone else liable on this claim? <input type="checkbox"/> No <input type="checkbox"/> Yes. Fill out Schedule H: Codebtors (Official Form 206H).		
Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. _____ _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		
_____ <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines _____			
3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.	\$ _____		

Fill in this information to identify the case:

Debtor	<u>Worthington Energy, Inc.</u>
United States Bankruptcy Court for the:	<u>Southern</u>
District of	<u>CA</u> (State)
Case number (If known)	_____

Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- No. Go to Part 2.
 Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

	Total claim	Priority amount
2.1 Priority creditor's name and mailing address _____ _____ _____	As of the petition filing date, the claim is: \$ _____ Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ _____
Date or dates debt was incurred _____	Basis for the claim: _____	
Last 4 digits of account number _____	Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (_____)		
2.2 Priority creditor's name and mailing address _____ _____ _____	As of the petition filing date, the claim is: \$ _____ Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ _____
Date or dates debt was incurred _____	Basis for the claim: _____	
Last 4 digits of account number _____	Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (qqqqq)		
2.3 Priority creditor's name and mailing address _____ _____ _____	As of the petition filing date, the claim is: \$ _____ Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ _____
Date or dates debt was incurred _____	Basis for the claim: _____	
Last 4 digits of account number _____	Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (_____)		

Debtor Worthington Energy, Inc.
Name _____Case number (*if known*) _____**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim	
3.1	Nonpriority creditor's name and mailing address <u>Adar Bay</u> <u>3411 Indian Creek Dr. #403</u> <u>Miami Beach, FL 33140</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>convertible note</u>	<u>\$ 20,625.00</u>
	Date or dates debt was incurred <u>Jan 2015</u> Last 4 digits of account number <u>_____</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.2	Nonpriority creditor's name and mailing address <u>AGS Capital Group</u> <u>801 Brickell Ave. # 902</u> <u>Miami, FL 33131</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>convertible note</u>	<u>\$ 25,000.00</u>
	Date or dates debt was incurred <u>2013</u> Last 4 digits of account number <u>_____</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.3	Nonpriority creditor's name and mailing address <u>Al Kau</u> <u>33671 Chula Vista Ave.</u> <u>Dana Point, CA 92629</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Management fee</u>	<u>\$ 100,000.00</u>
	Date or dates debt was incurred <u>Mar 2014</u> Last 4 digits of account number <u>_____</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.4	Nonpriority creditor's name and mailing address <u>Alliance Advisors</u> <u>200 Broadcare Dr. 3rd Floor</u> <u>Bloomfield, NJ 07003</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u>	<u>\$ 883.72</u>
	Date or dates debt was incurred <u>2012</u> Last 4 digits of account number <u>_____</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.5	Nonpriority creditor's name and mailing address <u>Arthur L. Gallagher Risk Management</u> <u>1900 West Loop St. #1600</u> <u>Houston TX 77027</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>insurance</u>	<u>\$ 4,607.00</u>
	Date or dates debt was incurred <u>June 2013</u> Last 4 digits of account number <u>_____</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.6	Nonpriority creditor's name and mailing address <u>Asher Enterprises</u> <u>1 Linden Place #207</u> <u>Great Neck, NY 11021</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>convertible note</u>	<u>\$ 74,000.00</u>
	Date or dates debt was incurred <u>Mar 2014</u> Last 4 digits of account number <u>_____</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Worthington Energy, Inc.

Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.7	Nonpriority creditor's name and mailing address <u>Associated Services</u> <u>553 Martin Ave.</u> <u>Rohnert Park, CA 94929</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>153.35</u>
	Date or dates debt was incurred <u>2014</u>	Basis for the claim: <u>Trade debt</u>	
	Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.8	Nonpriority creditor's name and mailing address <u>Boydston & Klinger</u> <u>235 Montgomery St. #870</u> <u>San Francisco, CA 94104</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>12,500.00</u>
	Date or dates debt was incurred <u>2013</u>	Basis for the claim: <u>Prof fees</u>	
	Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.9	Nonpriority creditor's name and mailing address <u>CA Lamberson Consulting</u> <u>2745 Union St.</u> <u>San Francisco, CA 94123</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>86,500.00</u>
	Date or dates debt was incurred <u>Mar 2015</u>	Basis for the claim: <u>Prof fees</u>	
	Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.10	Nonpriority creditor's name and mailing address <u>Charles Volk</u> <u>145 Corte Madera town Center #138</u> <u>Corte Madera, CA 94925</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>100,000.00</u>
	Date or dates debt was incurred <u>June 2015</u>	Basis for the claim: <u>management fees</u>	
	Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.11	Nonpriority creditor's name and mailing address <u>Cliff Henry</u> <u>130 Seaspray Lane</u> <u>Vero Beach, FL 32963</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>26,000.00</u>
	Date or dates debt was incurred <u>2013</u>	Basis for the claim: <u>director's fees</u>	
	Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Worthington Energy, Inc.

Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.12	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply.	Amount of claim
	Club West	<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input checked="" type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>1,400.42</u>
	220 Corte Madera Town Center Corte Madera, CA 94925	Basis for the claim: <u>trade debt</u>	
	Date or dates debt was incurred	2013	Is the claim subject to offset?
	Last 4 digits of account number	_____	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.13	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply.	Amount of claim
	Common Stock LLC	<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>92,500.00</u>
	80 Eagle Chase Woodbury, NY 11797	Basis for the claim: <u>convertible note</u>	
	Date or dates debt was incurred	2013	Is the claim subject to offset?
	Last 4 digits of account number	_____	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.14	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply.	Amount of claim
	Doty West	<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>20,986.00</u>
	12707 High Bluff Dr. #200 San Diego, CA 92130	Basis for the claim: <u>prof fees</u>	
	Date or dates debt was incurred	Feb 2014	Is the claim subject to offset?
	Last 4 digits of account number	_____	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.15	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply.	Amount of claim
	EDD State of California	<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed	\$ <u>200.00</u>
	P. O. Box 826805 Sacramento, CA 94205	Basis for the claim: <u>tax</u>	
	Date or dates debt was incurred	2011	Is the claim subject to offset?
	Last 4 digits of account number	_____	<input type="checkbox"/> No <input type="checkbox"/> Yes
3.16	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply.	Amount of claim
	Eide Bailly	<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>2,813.15</u>
	5 Triad Center #600 Salt Lake City, UT 84180	Basis for the claim: <u>prof fees</u>	
	Date or dates debt was incurred	2013	Is the claim subject to offset?
	Last 4 digits of account number	_____	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Debtor Worthington Energy, Inc. _____ Case number (if known) _____**Part 2: Additional Page**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.17	Nonpriority creditor's name and mailing address <u>Emeillio Law Group</u> <u>12832 Valley View St. #106</u> <u>Garden Grove, CA 92845</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>475.00</u>
		Basis for the claim: <u>prof fees</u>	
	Date or dates debt was incurred <u>Mar 2015</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Last 4 digits of account number <u>_____</u>		
3.18	Nonpriority creditor's name and mailing address <u>Freeman Mills PC</u> <u>2020 Bill Owens Pkwy, #200</u> <u>Longview, TX 75604</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>4,760.00</u>
		Basis for the claim: <u>prof fees</u>	
	Date or dates debt was incurred <u>2012</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Last 4 digits of account number <u>_____</u>		
3.19	Nonpriority creditor's name and mailing address <u>Gartenberg Gelfand Hayton & Selden</u> <u>801 S. Figeroa St., #2170</u> <u>Los Angeles, CA 90017</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>3,978.32</u>
		Basis for the claim: <u>prof fees</u>	
	Date or dates debt was incurred <u>Feb 2014</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Last 4 digits of account number <u>_____</u>		
3.20	Nonpriority creditor's name and mailing address <u>GEL Properties</u> <u>16192 Coastal Highway</u> <u>Lewes, DE 19958</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>149,000.00</u>
		Basis for the claim: <u>convertible note</u>	
	Date or dates debt was incurred <u>2012</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Last 4 digits of account number <u>_____</u>		
3.21	Nonpriority creditor's name and mailing address <u>Hansen Barnett & Maxwell</u> <u>5 Triad Center #750</u> <u>Salt Lake City, UT 84180</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>90,924.86</u>
		Basis for the claim: <u>prof fees</u>	
	Date or dates debt was incurred <u>2013</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Last 4 digits of account number <u>_____</u>		

Debtor Worthington Energy, Inc. _____ Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.22	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply.	Amount of claim
	<u>Haverstock Manager</u>	<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>295,000.00</u>
	<u>80 Eagle Chase</u> <u>Woodbury, NY 11797</u>	Basis for the claim: <u>fee for line of credit</u>	
	Date or dates debt was incurred	<u>2013</u>	Is the claim subject to offset?
	Last 4 digits of account number	_____	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.23	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply.	Amount of claim
	<u>IBC Funds LLC</u>	<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>32,000.</u> <u>3100.00</u>
	<u>1170 Kane Concourse #404</u> <u>Bay Harbor, FL 33154</u>	Basis for the claim: <u>convertible note</u>	
	Date or dates debt was incurred	<u>2013</u>	Is the claim subject to offset?
	Last 4 digits of account number	_____	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.24	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply.	Amount of claim
	<u>Irakli Gagua</u> <u>P. O. Box 4707</u> <u>Glendale, CA 91222</u>	<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>1,751.18</u>
	Basis for the claim: <u>trade debt</u>		
	Date or dates debt was incurred	<u>2012</u>	Is the claim subject to offset?
	Last 4 digits of account number	_____	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.25	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply.	Amount of claim
	<u>Ironridge Global Partners LLC</u> <u>One Montgomery Tower, #2575</u> <u>San Francisco, CA 94104</u>	<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed	\$ <u>140,000.00</u>
	Basis for the claim: <u>convertible note</u>		
	Date or dates debt was incurred	<u>2013</u>	Is the claim subject to offset?
	Last 4 digits of account number	_____	<input type="checkbox"/> No <input type="checkbox"/> Yes
3.26	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply.	Amount of claim
	<u>Jaclin / Szarferman Lakind</u> <u>101 Grovers Mill Road #200</u> <u>Lawrenceville, NJ 08648</u>	<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>31,500.00</u>
	Basis for the claim: <u>prof fees</u>		
	Date or dates debt was incurred	<u>Feb 2015</u>	Is the claim subject to offset?
	Last 4 digits of account number	_____	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Debtor Worthington Energy, Inc.

Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.27	Nonpriority creditor's name and mailing address <u>JMJ</u> <u>26800 Aliso Viejo Pkwy #200</u> <u>Aliso Viejo, CA 92656</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>17,477.00</u>
		Basis for the claim: <u>note</u>	
Date or dates debt was incurred <u>2013</u> Last 4 digits of account number <u>_____</u>		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.28	Nonpriority creditor's name and mailing address <u>Jones Walker</u> <u>201 St. Charles Ave. #5100</u> <u>New Orleans, LA 70170</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>244,882.86</u>
		Basis for the claim: <u>prof fees</u>	
Date or dates debt was incurred <u>May 2014</u> Last 4 digits of account number <u>_____</u>		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.29	Nonpriority creditor's name and mailing address <u>La Jolla Cove Investors</u> <u>1793 Union St.</u> <u>San Francisco, CA 94123</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>83,440.00</u>
		Basis for the claim: <u>convertible note</u>	
Date or dates debt was incurred <u>2012</u> Last 4 digits of account number <u>_____</u>		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.30	Nonpriority creditor's name and mailing address <u>LG Capital</u> <u>1218 Union St. #2</u> <u>Brooklyn, NY 11225</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>101,875.00</u>
		Basis for the claim: <u>convertible notes</u>	
Date or dates debt was incurred <u>Jan 2015</u> Last 4 digits of account number <u>_____</u>		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.31	Nonpriority creditor's name and mailing address <u>McDonald Carano Wilson</u> <u>P. O. Box 2670</u> <u>Reno, NV 89505</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>1,603.68</u>
		Basis for the claim: <u>prof fees</u>	
Date or dates debt was incurred <u>2013</u> Last 4 digits of account number <u>_____</u>		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Worthington Energy, Inc.

Case number (if known) _____

Part 2: Additional Page

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Amount of claim

<u>3.32</u>	Nonpriority creditor's name and mailing address <u>Nevada Agency & Transfer Co.</u> <u>50 West Liberty St. #880</u> <u>Reno, NV 89501</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>18,000.00</u>
		Basis for the claim: <u>prof fees</u>	
	Date or dates debt was incurred <u>Mar 2015</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Last 4 digits of account number _____		
<u>3.33</u>	Nonpriority creditor's name and mailing address <u>New Venture Attorneys</u> <u>101 Church St. #22</u> <u>Los Gatos, CA 95030</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>70,000.00</u>
		Basis for the claim: <u>prof fees</u>	
	Date or dates debt was incurred <u>2013</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Last 4 digits of account number _____		
<u>3.34</u>	Nonpriority creditor's name and mailing address <u>Osborne Robbins & Buhler</u> <u>4527 South 2300 East, #201</u> <u>Salt Lake City, UT 84117</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>23,175.00</u>
		Basis for the claim: <u>prof fees</u>	
	Date or dates debt was incurred <u>2013</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Last 4 digits of account number _____		
<u>3.35</u>	Nonpriority creditor's name and mailing address <u>Paul Jordan</u> <u>5 Tamarade Dr.</u> <u>Littleton, CO 80127</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>35,000.00</u>
		Basis for the claim: <u>director's fees</u>	
	Date or dates debt was incurred <u>2013</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Last 4 digits of account number _____		
<u>3.36</u>	Nonpriority creditor's name and mailing address <u>Pickard & Green, CPA</u> <u>28382 Constellation Road</u> <u>Valencia, CA 91355</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>31,650.00</u>
		Basis for the claim: <u>prof fees</u>	
	Date or dates debt was incurred <u>Mar 2015</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Last 4 digits of account number _____		

Debtor Worthington Energy, Inc.

Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.37	Nonpriority creditor's name and mailing address <u>Pinnacle Energy Service</u> <u>9420 Cedar Lake Ave.</u> <u>Oklahoma City, OK 73114</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>15,767.95</u>
		Basis for the claim: <u>trade debt</u>	
	Date or dates debt was incurred <u>2013</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.38	Nonpriority creditor's name and mailing address <u>PR Newswire</u> <u>602 Plaza Three, Harbor Financial Ctr.</u> <u>Jersey City, NJ 07311</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>2,925.00</u>
		Basis for the claim: <u>trade debt</u>	
	Date or dates debt was incurred <u>2011</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.39	Nonpriority creditor's name and mailing address <u>Prolific Group</u> <u>500 W. Silver Spring Dr. #K200</u> <u>Glendale, WI 53217</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>79,900.00</u>
		Basis for the claim: <u>convertible note</u>	
	Date or dates debt was incurred <u>2012</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.40	Nonpriority creditor's name and mailing address <u>PublicEase</u> <u>7668 El Camino Real #104-284</u> <u>Carlsbad, CA 92009</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>3,709.00</u>
		Basis for the claim: <u>trade debt</u>	
	Date or dates debt was incurred <u>April 2015</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.41	Nonpriority creditor's name and mailing address <u>Redwood Capital</u> <u>1650 Collins Ave. #112-341</u> <u>Sunny Isles Beach, FL 33160</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>37,500.00</u>
		Basis for the claim: <u>convertible note</u>	
	Date or dates debt was incurred <u>Aug 2014</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Worthington Energy, Inc.

Case number (if known) _____

Part 2: Additional Page

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Amount of claim

3.43	Nonpriority creditor's name and mailing address <u>Revolution Investment Management</u> <u>80 Eagle Chase</u> <u>Woodbury, NY 11797</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>78,500.00</u>
		Basis for the claim: <u>convertible note</u>	
	Date or dates debt was incurred <u>June 2014</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.43	Nonpriority creditor's name and mailing address <u>Richard Anslow, Esq</u> <u>1345 Avenue of the Americas</u> <u>New York, NY 10105</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>14,013.00</u>
		Basis for the claim: <u>prof fees</u>	
	Date or dates debt was incurred <u>2013</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.44	Nonpriority creditor's name and mailing address <u>Robert M. Cohen</u> <u>80 Eagle Chase</u> <u>Woodbury, NY 11797</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>60,000.00</u>
		Basis for the claim: <u>convertible note</u>	
	Date or dates debt was incurred <u>June 2014</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.45	Nonpriority creditor's name and mailing address <u>SAM Group</u> <u>1914 Golden Gate Ave.</u> <u>San Francisco, CA 94115</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>40,000.00</u>
		Basis for the claim: <u>note</u>	
	Date or dates debt was incurred <u>April 2014</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.46	Nonpriority creditor's name and mailing address <u>Sichenzia Ross Friedman & Ference</u> <u>61 Broadway</u> <u>New York, NY 10006</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>59,921.56</u>
		Basis for the claim: <u>prof fees</u>	
	Date or dates debt was incurred <u>2012</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Worthington Energy, Inc. _____ Case number (if known) _____

Part 2: Additional Page

Copy this page onto additional pages if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.47	Nonpriority creditor's name and mailing address <u>South Ridge Services</u> <u>32 West 200 South, #136</u> <u>Salt Lake City, UT 84101</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>4,110.00</u>
		Basis for the claim: <u>prof fees</u>	
	Date or dates debt was incurred <u>2013</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Last 4 digits of account number _____		
3.48	Nonpriority creditor's name and mailing address <u>Steve Rush</u> <u>1209 16th Ave. S.</u> <u>Nashville, TN 37212</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>56,000.00</u>
		Basis for the claim: <u>prof fees</u>	
	Date or dates debt was incurred <u>2013</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Last 4 digits of account number _____		
3.49	Nonpriority creditor's name and mailing address <u>Surety Financial Group</u> <u>652 Main St.</u> <u>Reisterstown, MD 21136</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>150,301.84</u>
		Basis for the claim: <u>convertible note</u>	
	Date or dates debt was incurred <u>Oct 2015</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Last 4 digits of account number _____		
3.50	Nonpriority creditor's name and mailing address <u>Tarpon Bay Partners</u> <u>Executive Pavillion, 90 Grove St.</u> <u>Ridgefield, CT 06877</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>75,000.00</u>
		Basis for the claim: <u>note</u>	
	Date or dates debt was incurred <u>April 2014</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Last 4 digits of account number _____		
3.51	Nonpriority creditor's name and mailing address <u>Telekenex</u> <u>425 California St. #2025</u> <u>San Francisco, CA 94104</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>31,000.00</u>
		Basis for the claim: <u>trade debt</u>	
	Date or dates debt was incurred <u>Mar 2015</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Last 4 digits of account number _____		

Debtor Worthington Energy, Inc. _____ Case number (if known) _____**Part 2: Additional Page**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.52	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ <u>50,000.00</u>
<u>Tomer Tal</u> <u>101 Church St. #22</u> <u>Los Gatos, CA 95030</u>		Basis for the claim: <u>note</u>	
Date or dates debt was incurred <u>2013</u> Last 4 digits of account number <u>-----</u>		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.53	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>115,000.00</u>
<u>Tony Mason</u> <u>3206 Revere St. #410</u> <u>Houston, TX 77098</u>		Basis for the claim: <u>note</u>	
Date or dates debt was incurred <u>2013</u> Last 4 digits of account number <u>-----</u>		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.57	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>390.00</u>
<u>V-Corp Services</u> <u>25 Robert Pitt Drive #204</u> <u>Monsey, NY 10952</u>		Basis for the claim: <u>trade debt</u>	
Date or dates debt was incurred <u>Sept 2013</u> Last 4 digits of account number <u>-----</u>		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.58	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>13,018.00</u>
<u>Vintage Group PRN Newswire</u> <u>350 Hudson St. #300</u> <u>New York, NY 10014</u>		Basis for the claim: <u>trade debt</u>	
Date or dates debt was incurred <u>May 2014</u> Last 4 digits of account number <u>-----</u>		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.59	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ <u>149,496.00</u>
<u>Weinberg & Co.</u> <u>1925 Century Park East #1120</u> <u>Los Angeles, CA 90067</u>		Basis for the claim: <u>prof fees</u>	
Date or dates debt was incurred <u>Mar 2015</u> Last 4 digits of account number <u>-----</u>		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Worthington Energy, Inc.
Name _____Case number (*if known*) _____**Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims**

5. Add the amounts of priority and nonpriority unsecured claims.

Total of claim amounts

5a. Total claims from Part 1

5a. \$ 0.00

5b. Total claims from Part 2

5b. + \$ 2,981,281.69

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

5c. \$ 2,981,281.69

Fill in this information to identify the case:

Debtor name	Worthington Energy, Inc.		
United States Bankruptcy Court for the:	Southern	District of	CA (State)
Case number (if known):	Chapter 11		

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
 Yes. Fill in all of the information below even if the contracts or leases are listed on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1	State what the contract or lease is for and the nature of the debtor's interest	_____ _____ _____	State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
	State the term remaining	_____ _____ _____	
	List the contract number of any government contract	_____ _____ _____	
2.2	State what the contract or lease is for and the nature of the debtor's interest	_____ _____ _____	
	State the term remaining	_____ _____ _____	
	List the contract number of any government contract	_____ _____ _____	
2.3	State what the contract or lease is for and the nature of the debtor's interest	_____ _____ _____	
	State the term remaining	_____ _____ _____	
	List the contract number of any government contract	_____ _____ _____	
2.4	State what the contract or lease is for and the nature of the debtor's interest	_____ _____ _____	
	State the term remaining	_____ _____ _____	
	List the contract number of any government contract	_____ _____ _____	
2.5	State what the contract or lease is for and the nature of the debtor's interest	_____ _____ _____	
	State the term remaining	_____ _____ _____	
	List the contract number of any government contract	_____ _____ _____	

Fill in this information to identify the case:	
Debtor name <u>Worthington Energy, Inc.</u>	
United States Bankruptcy Court for the: <u>Southern</u> District of <u>CA</u> (State)	
Case number (if known): _____	

Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
 Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.1	Street _____ _____	City State ZIP Code _____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2	Street _____ _____	City State ZIP Code _____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3	Street _____ _____	City State ZIP Code _____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4	Street _____ _____	City State ZIP Code _____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.5	Street _____ _____	City State ZIP Code _____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.6	Street _____ _____	City State ZIP Code _____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:

Debtor name	<u>Worthington Energy, Inc.</u>
United States Bankruptcy Court for the:	<u>Southern</u>
	District of <u>CA</u> (State)
Case number (if known):	_____

Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy 04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:	From <u>MM / DD / YYYY</u> to <u>Filing date</u>	<input type="checkbox"/> Operating a business	\$ _____
		<input type="checkbox"/> Other _____	\$ _____
For prior year:	From <u>MM / DD / YYYY</u> to <u>MM / DD / YYYY</u>	<input type="checkbox"/> Operating a business	\$ _____
		<input type="checkbox"/> Other _____	\$ _____
For the year before that:	From <u>MM / DD / YYYY</u> to <u>MM / DD / YYYY</u>	<input type="checkbox"/> Operating a business	\$ _____
		<input type="checkbox"/> Other _____	\$ _____

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:	From <u>MM / DD / YYYY</u> to <u>Filing date</u>	\$ _____
For prior year:	From <u>MM / DD / YYYY</u> to <u>MM / DD / YYYY</u>	\$ _____
For the year before that:	From <u>MM / DD / YYYY</u> to <u>MM / DD / YYYY</u>	\$ _____

Debtor Worthington Energy, Inc.

Case number (if known) _____

Part 2: List Certain Transfers Made Before Filing for Bankruptcy**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

 None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
3.1. Creditor's name _____	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____
Street _____	_____		
City _____ State _____ ZIP Code _____	_____		
3.2. Creditor's name _____	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____
Street _____	_____		
City _____ State _____ ZIP Code _____	_____		

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

 None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. Insider's name _____	_____	\$ _____	_____
Street _____	_____		_____
City _____ State _____ ZIP Code _____	_____		
Relationship to debtor _____			
4.2. Insider's name _____	_____	\$ _____	_____
Street _____	_____		_____
City _____ State _____ ZIP Code _____	_____		
Relationship to debtor _____			

Debtor Worthington Energy, Inc.
Name

Case number (if known) _____

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

<input checked="" type="checkbox"/> None	Creditor's name and address	Description of the property	Date	Value of property
5.1.				\$ _____
	Creditor's name			\$ _____
	Street			
	City	State	ZIP Code	
5.2.				\$ _____
	Creditor's name			\$ _____
	Street			
	City	State	ZIP Code	

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

<input checked="" type="checkbox"/> None			
Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
Creditor's name <hr/>	<hr/>	<hr/>	\$ <hr/>
Street <hr/>	<hr/>		
City <input type="text"/> State <input type="text"/> ZIP Code <input type="text"/>	Last 4 digits of account number: XXXX- <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

<input checked="" type="checkbox"/> None	Case title	Nature of case	Court or agency's name and address	Status of case
7.1.	_____	_____	Name _____ Street _____ _____	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case number			
7.2.	_____	_____	City _____ State _____ ZIP Code _____ Court or agency's name and address	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	Case title		Name _____ Street _____ _____	
	Case number			
			City _____ State _____ ZIP Code _____	

Debtor Worthington Energy, Inc.Case number (*if known*) _____**8. Assignments and receivership**

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

 None

Custodian's name and address	Description of the property	Value
<hr/> <hr/> Custodian's name	<hr/> <hr/>	\$ <hr/> <hr/>
Street <hr/> <hr/>	Case title <hr/> <hr/>	Court name and address <hr/> <hr/>
City State ZIP Code	Case number <hr/> <hr/>	Name <hr/> <hr/>
	Date of order or assignment <hr/> <hr/>	Street <hr/> <hr/>
		City State ZIP Code <hr/> <hr/>

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

 None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. Recipient's name <hr/> <hr/> Street <hr/> <hr/> City State ZIP Code	<hr/> <hr/>	<hr/> <hr/>	\$ <hr/> <hr/>
Recipient's relationship to debtor <hr/> <hr/>			
9.2. Recipient's name <hr/> <hr/> Street <hr/> <hr/> City State ZIP Code	<hr/> <hr/>	<hr/> <hr/>	\$ <hr/> <hr/>
Recipient's relationship to debtor <hr/> <hr/>			

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

 None

Description of the property lost and how the loss occurred	Amount of payments received for the loss <small>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.</small>	Date of loss	Value of property lost
<hr/> <hr/> <hr/> <hr/>	<hr/> <hr/> <hr/> <hr/>	<hr/> <hr/>	\$ <hr/> <hr/>

Debtor Worthington Energy, Inc. Case number (if known) _____

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1. _____ Address _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	_____	\$ _____
Who made the payment, if not debtor? _____ _____			
Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.2. _____ Address _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	_____	\$ _____
Who made the payment, if not debtor? _____ _____			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
_____ _____ Trustee _____ _____	_____ _____ _____	_____	\$ _____

Debtor Worthington Energy, Inc. _____ Case number (if known) _____
 Name _____

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1. _____ Address Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____
13.2. _____ Address Street _____ City _____ State _____ ZIP Code _____	_____	_____	\$ _____

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

Address	Dates of occupancy
14.1. 145 Corte Madera Town Center, Suite 138 Street Corte Madera, CA 94925 City State ZIP Code	From <u>Jan 2014</u> To <u>June 2017</u>
14.2. _____ Street _____ City State ZIP Code	From _____ To _____

Debtor Worthington Energy, Inc. Case number (*if known*) _____
 Name _____

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

No. Go to Part 9.

Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1. Facility name _____ Street _____ City _____ State _____ ZIP Code _____	_____ Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.	How are records kept? <i>Check all that apply:</i> <input type="checkbox"/> Electronically <input type="checkbox"/> Paper
Facility name and address _____ Street _____ City _____ State _____ ZIP Code _____	Nature of the business operation, including type of services the debtor provides _____ Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.	If debtor provides meals and housing, number of patients in debtor's care _____
15.2. Facility name _____ Street _____ City _____ State _____ ZIP Code _____	_____ Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.	How are records kept? <i>Check all that apply:</i> <input type="checkbox"/> Electronically <input type="checkbox"/> Paper

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

No.

Yes. State the nature of the information collected and retained.

Does the debtor have a privacy policy about that information?

- No
- Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

No. Go to Part 10.

Yes. Does the debtor serve as plan administrator?

- No. Go to Part 10.
- Yes. Fill in below:

Name of plan

Employer identification number of the plan
EIN: _____

Has the plan been terminated?

- No
- Yes

Debtor Worthington Energy, Inc.Case number (*if known*) _____**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

None

	Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX- _____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____
18.2.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX- _____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ Address _____ _____	m	<input type="checkbox"/> No <input type="checkbox"/> Yes

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ Address _____ _____		<input type="checkbox"/> No <input type="checkbox"/> Yes

Debtor Worthington Energy, Inc. Case number (*if known*) _____

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

None

Owner's name and address	Location of the property	Description of the property	Value
Name _____	_____	_____	\$ _____
Street _____ _____	_____	_____	
City _____ State _____ ZIP Code _____			

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

No

Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
Case number _____	Name _____ Street _____ _____	_____	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
	City _____ State _____ ZIP Code _____		

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

No

Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name _____	Name _____	_____	_____
Street _____ _____	Street _____ _____	_____	
City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____		

Debtor Worthington Energy, Inc. Case number (*if known*) _____

24. Has the debtor notified any governmental unit of any release of hazardous material?

- No
 Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name _____ Street _____ _____	Name _____ Street _____ _____	_____	_____
City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____	_____	_____

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- None

Business name and address	Describe the nature of the business	Employer identification number Do not include Social Security number or ITIN.
Name _____ Street _____ _____	_____	EIN: _____ Dates business existed From _____ To _____
City _____ State _____ ZIP Code _____		
Business name and address	Describe the nature of the business	Employer identification number Do not include Social Security number or ITIN.
Name _____ Street _____ _____	_____	EIN: _____ Dates business existed From _____ To _____
City _____ State _____ ZIP Code _____		
Business name and address	Describe the nature of the business	Employer identification number Do not include Social Security number or ITIN.
Name _____ Street _____ _____	_____	EIN: _____ Dates business existed From _____ To _____
City _____ State _____ ZIP Code _____		

Debtor	<u>Worthington Energy, Inc.</u>		Case number (<i>if known</i>) _____																																																																			
<p>26. Books, records, and financial statements</p> <p>26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.</p> <p><input checked="" type="checkbox"/> None</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 50%;">Name and address</td> <td style="width: 50%;">Dates of service</td> </tr> <tr> <td>26a.1.</td> <td>From _____ To _____</td> </tr> <tr> <td>Name</td> <td></td> </tr> <tr> <td>Street</td> <td></td> </tr> <tr> <td colspan="2">_____</td> </tr> <tr> <td>City</td> <td>State</td> <td>ZIP Code</td> </tr> <tr> <td colspan="2">Name and address</td> <td>Dates of service</td> </tr> <tr> <td>26a.2.</td> <td>From _____ To _____</td> </tr> <tr> <td>Name</td> <td></td> </tr> <tr> <td>Street</td> <td></td> </tr> <tr> <td colspan="2">_____</td> </tr> <tr> <td>City</td> <td>State</td> <td>ZIP Code</td> </tr> </table> <p>26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.</p> <p><input checked="" type="checkbox"/> None</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 50%;">Name and address</td> <td style="width: 50%;">Dates of service</td> </tr> <tr> <td>26b.1.</td> <td>From _____ To _____</td> </tr> <tr> <td>Name</td> <td></td> </tr> <tr> <td>Street</td> <td></td> </tr> <tr> <td colspan="2">_____</td> </tr> <tr> <td>City</td> <td>State</td> <td>ZIP Code</td> </tr> <tr> <td colspan="2">Name and address</td> <td>Dates of service</td> </tr> <tr> <td>26b.2.</td> <td>From _____ To _____</td> </tr> <tr> <td>Name</td> <td></td> </tr> <tr> <td>Street</td> <td></td> </tr> <tr> <td colspan="2">_____</td> </tr> <tr> <td>City</td> <td>State</td> <td>ZIP Code</td> </tr> </table> <p>26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.</p> <p><input checked="" type="checkbox"/> None</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 50%;">Name and address</td> <td style="width: 50%;">If any books of account and records are unavailable, explain why</td> </tr> <tr> <td>26c.1.</td> <td>_____</td> </tr> <tr> <td>Name</td> <td>_____</td> </tr> <tr> <td>Street</td> <td>_____</td> </tr> <tr> <td colspan="2">_____</td> </tr> <tr> <td>City</td> <td>State</td> <td>ZIP Code</td> </tr> </table>				Name and address	Dates of service	26a.1.	From _____ To _____	Name		Street		_____		City	State	ZIP Code	Name and address		Dates of service	26a.2.	From _____ To _____	Name		Street		_____		City	State	ZIP Code	Name and address	Dates of service	26b.1.	From _____ To _____	Name		Street		_____		City	State	ZIP Code	Name and address		Dates of service	26b.2.	From _____ To _____	Name		Street		_____		City	State	ZIP Code	Name and address	If any books of account and records are unavailable, explain why	26c.1.	_____	Name	_____	Street	_____	_____		City	State	ZIP Code
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27. Inventories Have any inventories of the debtor's property been taken within 2 years before filing this case? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Give the details about the two most recent inventories.																																																				
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="padding: 5px;">Name of the person who supervised the taking of the inventory</td> <td style="padding: 5px;">Date of inventory</td> <td style="padding: 5px;">The dollar amount and basis (cost, market, or other basis) of each inventory</td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> <td style="text-align: center;">\$ _____</td> <td style="height: 40px;"></td> </tr> <tr> <td colspan="4" style="padding: 5px;">Name and address of the person who has possession of inventory records</td> </tr> </table>		Name of the person who supervised the taking of the inventory		Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory			\$ _____		Name and address of the person who has possession of inventory records																																										
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27.1. Name _____ Street _____ _____ City _____ State _____ ZIP Code _____																																																				

Debtor Worthington Energy, Inc. Case number (*if known*) _____

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
_____	\$ _____	_____

Name and address of the person who has possession of inventory records

27.2.

Name _____
 Street _____

 City _____ State _____ ZIP Code _____

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Al Kau	33671 Chula Vista Ave.	Pres & Director	0.1%
Charles Volk	Dana Point, CA 145 Corte Madera Town Center #138 Corte Madera, CA 94925	Director	72.3%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

No

Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
_____	_____	_____	From _____ To _____
_____	_____	_____	From _____ To _____
_____	_____	_____	From _____ To _____
_____	_____	_____	From _____ To _____

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

No

Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
_____	_____	_____	_____

30.1.

Name _____
 Street _____

 City _____ State _____ ZIP Code _____
 Relationship to debtor _____

Debtor	<u>Worthington Energy, Inc.</u>	Case number (<i>if known</i>)				
<u>Name and address of recipient</u>						
30.2	Name _____ Street _____ _____ City _____ State _____ ZIP Code _____					
<u>Relationship to debtor</u>						
<p>31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Identify below.</p> <table border="0"> <tr> <td><u>Name of the parent corporation</u></td> <td><u>Employer identification number of the parent corporation</u></td> </tr> <tr> <td>_____</td> <td>EIN: _____</td> </tr> </table>			<u>Name of the parent corporation</u>	<u>Employer identification number of the parent corporation</u>	_____	EIN: _____
<u>Name of the parent corporation</u>	<u>Employer identification number of the parent corporation</u>					
_____	EIN: _____					
<p>32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Identify below.</p> <table border="0"> <tr> <td><u>Name of the pension fund</u></td> <td><u>Employer identification number of the pension fund</u></td> </tr> <tr> <td>_____</td> <td>EIN: _____</td> </tr> </table>			<u>Name of the pension fund</u>	<u>Employer identification number of the pension fund</u>	_____	EIN: _____
<u>Name of the pension fund</u>	<u>Employer identification number of the pension fund</u>					
_____	EIN: _____					
Part 14: Signature and Declaration						
<p>WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.</p> <p>I have examined the information in this <i>Statement of Financial Affairs</i> and any attachments and have a reasonable belief that the information is true and correct.</p> <p>I declare under penalty of perjury that the foregoing is true and correct.</p> <p>Executed on _____ MM / DD / YYYY</p> <p>x <u>Al Kau</u> Printed name <u>Al Kau</u> Signature of individual signing on behalf of the debtor</p> <p>Position or relationship to debtor <u>President</u></p>						
<p>Are additional pages to <i>Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy</i> (Official Form 207) attached?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>						

CSD 2030 [12/01/15]
Name, Address, Telephone No. & I.D. No.

Daniel Masters (SBN 220729)
P. O. Box 66
La Jolla, CA 92038
(858) 459-1133

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF CALIFORNIA
325 West F Street, San Diego, California 92101-6991

In Re

WORTHINGTON ENERGY, INC.
a Nevada corporation

BANKRUPTCY NO.

Debtor.

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Federal Rule of Bankruptcy Procedure 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept \$ 450 / hour

Prior to the filing of this statement I have received \$ 0

Balance Due \$ _____

2. The source of the compensation paid to me was:

Debtor Other (specify)

3. The source of compensation to be paid to me is:

Debtor Other (specify)

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

CSD 2030 (Page 2) [12/01/15]

- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
 - e. [Other provisions as needed]
6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:
Any non-bankruptcy matters.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

DATED:

5-1-18



Daniel Masters

(Typed Name and Signature)

Law Office of Daniel Masters

(Name of Law Firm)